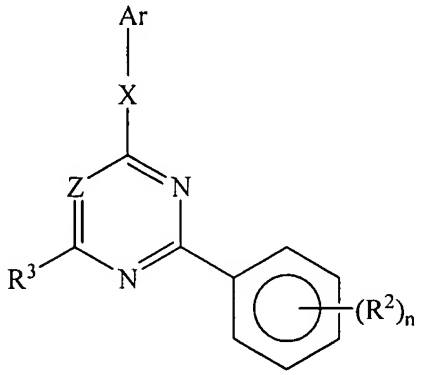
AMENDMENTS TO THE CLAIMS

1. (previously presented): A compound of the formula

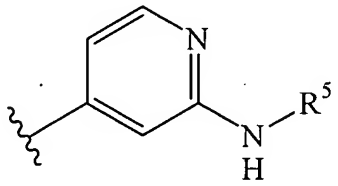


(1)

or a pharmaceutically acceptable salt thereof; wherein

Ar represents an optionally substituted 2-, 3- or 4-pyridyl, indolyl, 2- or 4-pyrimidyl, pyridazinyl, benzotriazol or benzimidazolyl,

with a proviso that optionally substituted Ar is not



wherein R^5 is H, alkyl (1-6C), alkenyl (2-6C), alkynyl (2-6C), an aromatic or heteroaromatic moiety containing 5-11 ring members;

X is NR^1, or S;

R^1 is H, alkyl (1-8C), alkenyl (2-8C), or alkynyl (2-8C);

Z represents CR^4;

each of R^3 and R^4 is independently H, alkyl, alkenyl, alkynyl, acyl, aryl, alkylaryl, aroyl, O-aryl, O-alkylaryl, O-aroyl, NR-aryl, NR-alkylaryl, NR-aroyl, or the hetero forms of any of the foregoing, halo, OR, NR_2, SR, -SOR, -NRSOR, $-NRSO_2R$, $-SO_2R$, -OCOR, -NRCOR, $-NRCONR_2$, -NRCOOR, $-OCONR_2$, -COOR, $-SO_3R$, $-CONR_2$, $-SO_2NR_2$, -CN, $-CF_3$, or $-NO_2$, wherein each R is independently H or alkyl (1-10C);

wherein any alkyl, alkenyl, alkynyl, acyl or aryl groups contained in R^3 and/or R^4 may contain one or more heteroatoms and/or optionally be further substituted;

each R^2 is independently-alkyl, alkenyl, alkynyl, acyl, aryl, alkylaryl, aroyl, O-aryl, O-alkylaryl, O-aroyl, NR-aryl, NR-alkylaryl, NR-aroyl, or the hetero forms of any of the foregoing, halo, OR, NR_2, SR, -SOR, -NRSOR, $-NRSO_2R$, $-SO_2R$, -OCOR, -NRCOR, $-NRCONR_2$, $-NRCOOR$, $-OCONR_2$, -COOR, $-SO_3R$, $-CONR_2$, $-SO_2NR_2$, -CN, $-CF_3$, or $-NO_2$, wherein each R is independently H or lower alkyl (1-4C), wherein any alkyl, alkenyl, alkynyl, acyl or aryl groups contained in R^2 may contain one or more heteroatoms and/or may optionally be further substituted; and

n is 0-5.

2. (canceled)

3. (canceled)

4. (original): The compound of claim 1, wherein the substituents on the aromatic moiety of Ar are selected from the group consisting of alkyl, alkenyl, alkynyl, acyl, aryl, alkylaryl, aroyl, O-aryl, O-alkylaryl, O-aroyl, NR-aryl, NR-alkylaryl, NR-aroyl, or the hetero forms of any of the foregoing, halo, OR, NR_2, SR, -SOR, -NRSOR, $-NRSO_2R$, $-SO_2R$, -OCOR, -NRCOR, $-NRCONR_2$, $-NRCOOR$, $-OCONR_2$, -COOR, $-SO_3R$, $-CONR_2$, $-SO_2NR_2$, -CN, $-CF_3$, and $-NO_2$, wherein each R is independently H or alkyl (1-10C), and wherein any alkyl, alkenyl, alkynyl, acyl or aryl moieties contained in the substituent may contain one or more heteroatoms and/or may further be substituted by the foregoing substituents.

5. (previously presented): The compound of claim 1, wherein Ar is optionally substituted indolyl, benzimidazolyl,-pyridazinyl, benzotriazol or 2-pyridyl.

6. (original): The compound of claim 1, wherein n is 0-3.

7. (original): The compound of claim 1, wherein R^1 is H or lower alkyl (1-4C).

8. (previously presented): The compound of claim 1, wherein each R^3 and R^4 is independently H, alkyl (1-10C), OR, SR or NR_2 wherein R is H or alkyl (1-10C), each optionally substituted.

9. (original): The compound of claim 8, wherein said optional substituent is an aromatic moiety or a heterocyclic moiety, each optionally substituted.

10. (original): The compound of claim 9, wherein at least one of R^3 and R^4 is H.

11. (previously presented): The compound of claim 1, wherein each R^2 is independently alkyl, alkoxy, or halo.

12. (original): The compound of claim 11, wherein each R^2 is independently halo.

13. (original): The compound of claim 4, wherein the substituents on the aromatic moiety of Ar are selected from the group consisting of alkyl, O-aryl, O-alkylaryl, NR-aryl, and N-alkylaryl wherein any alkyl or aryl contained in said substituent may further optionally be substituted.

14. (previously presented): The compound of claim 13, wherein said aromatic moiety of Ar includes 0, 1 or 2 substituents.

15. (previously presented): The compound of claim 14, wherein said aromatic moiety of Ar includes 0 or 1 substituents.

16. (previously presented): The compound of claim 1, wherein each R^3 and R^4 is independently H, CN, COOR, OR, SR, NR_2, alkyl (1-6C), acyl (1-6C), aryl, aryloxy, arylalkyloxy, wherein R is H or alkyl (1-10C) and wherein any alkyl or aryl portions of said substituents may further be substituted with the foregoing.

17. (previously presented): The compound of claim 1, wherein X is NH.

18. (previously presented): The compound of claim 1, wherein Ar is optionally substituted 3-pyridyl, 4-pyrimidyl, or 2-pyrimidyl.

19. (previously presented): The compound of claim 1, wherein Ar is optionally substituted 4-pyridyl.

20. (currently amended): A method to treat ~~conditions~~ a fibroproliferative disorder or cancer associated with unwanted activity of TGFβ,

which method comprises administering to a subject in need of such treatment an effective amount of the compound of claim 1 or a pharmaceutical composition thereof.

21. (previously presented): A pharmaceutical composition which comprises the compound of claim 1 in admixture with at least one pharmaceutically acceptable excipient.

22. (previously presented) The compound of claim 17, wherein n is 1 or 2.

23. (currently amended) The method of claim 20, wherein the condition ~~associated with unwanted activity of TGF-β is a fibroproliferative disease, an autoimmune disorder, or a condition associated with eye surgery~~ is fibrosis of the liver.